

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGSPRING, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-bk-10699 (CTG)

Jointly Administered

**DECLARATION OF SAMUEL R. MAIZEL IN SUPPORT
OF APPLICATION PURSUANT TO SECTION 327(a) OF THE BANKRUPTCY CODE,
RULE 2014 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND
LOCAL RULE 2014-1 FOR AUTHORIZATION TO EMPLOY AND RETAIN
DENTONS US LLP AS COUNSEL FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF THE PETITION DATE**

I, SAMUEL R. MAIZEL, ESQUIRE, declare under penalty of perjury as follows:

1. I am a partner in the law firm of Dentons US LLP ("Dentons US" or the "Firm"), located at 601 S. Figueroa Street #2500, Los Angeles, CA 90017, and have been duly admitted to practice law in the Commonwealth of Pennsylvania and the State of California and the United States District Court for the Central District of California. This Declaration is submitted in support of the *Application Pursuant to Section 327(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure and Local Rule 2014-1 for Authorization to Employ and Retain Dentons US LLP as Counsel for the Debtors and Debtors in Possession Effective as of the Petition Date* (the "Application"), which is being submitted concurrently herewith.²

2. The Debtors have and will retain various professionals during the pendency of these cases, including (a) Pachulski Stang Ziehl & Jones LLP as bankruptcy co-counsel; and (b) Meru LLC to provide Kyle Sturgeon as Chief Restructuring Officer and any additional needed support

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Agspring, LLC (7735); Agspring Idaho 1 LLC (1720); Agspring Idaho LLC (8754); FO-ND LLC, dba Firebrand Artisan Mills (1520); Agspring Logistics LLC, dba Agforce (6067); and Agspring Idaho 2 LLC (9262). The Debtors' mailing address is 5101 College Boulevard, Leawood, KS 66211.

² Capitalized terms, unless otherwise defined herein, shall have the meanings ascribed to them in the Application.

personnel. The Debtors may retain other professionals after the Petition Date. Dentons US has previously worked and will continue to work with these referenced professionals on various unrelated representations, at times representing the same parties and at other times representing parties with similar interests or parties with adverse interests.

3. Dentons US, which is a limited law partnership, may represent or has represented bankruptcy committees whose members may be creditors in the Debtors' chapter 11 cases. However, Dentons US is not representing any of those entities in these cases and will not represent any members of the committees it currently represents in any claims that they may have collectively or individually against the Debtors.

4. Dentons US is a "disinterested person" as that term is defined in section 101(14) of title 11 of the United States Code (the "Bankruptcy Code") in that Dentons US, its partners, of counsel and associates:

- a. are not creditors, equity security holders or insiders of the Debtors;
- b. are not and were not, within 2 years before the date of the filing of the petition, a director, officer or employee of the Debtors; and
- c. do not have an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

5. To the best of my knowledge, neither I, nor any partner, of counsel, or associate of Dentons US, insofar as I have been able to ascertain, has any connection with the U.S. Trustee or any person employed in the office of the U.S. Trustee or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the District of Delaware.

6. Dentons US has received payments from the Debtors prior to the Petition Date in the amount of \$358,072.06, in connection with the preparation of initial documents and the prepetition representation of the Debtors. Dentons US is current as of the Petition Date but has not

yet completed a final reconciliation as of the Petition Date. Upon final reconciliation of the amount actually expended prepetition, any balance remaining from the payments to Dentons US will be credited to the Debtors and continue to be utilized as Dentons US's retainer to apply to postpetition fees and expenses pursuant to the compensation procedures approved by this Court.

7. Bankruptcy Rule 2014 requires that an application for employment under section 327 disclose all connections with the Debtors, the estates, the professionals and the Office of the Trustee. The Firm, therefore, discloses its known connections herein.

8. Prior to the filing of the Debtors' chapter 11 cases, Dentons US represented the Debtors' affiliates in the *Agspring Mississippi Region, LLC, et.al.* bankruptcy case. See Case No. 21-11238 (CTG) (Bankr. D. Del. Sept. 10, 2021).

9. The Firm is a global legal practice providing client services worldwide through its member firms. The Firm and certain of its partners, of counsel and associates may have in the past represented and may currently represent and likely in the future will represent, creditors of the Debtors in connection with matters unrelated to the Debtors and these cases. At this time, the Firm is not aware of any other adverse interest or other connection with the Debtors, their creditors, the U.S. Trustee or any party-in-interest herein in the matters upon which Dentons US is to be retained. Upon further and continuing review of lists of all creditors and interested parties, the Firm will make any further disclosures as may be appropriate.

10. Dentons US intends to apply for compensation for professional services rendered in connection with these chapter 11 cases, subject to approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. The current standard hourly rates of Dentons US's professionals are:

a.	Partners	\$765.00 to \$1,240.00
b.	Of Counsel	\$690.00 to \$1,205.00
c.	Associates	\$605.00 to \$725.00
d.	Paralegals	\$345.00 to \$370.00

11. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature and are subject to periodic adjustment. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the clients' cases. The expenses charged to clients include, among other things, conference call and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval charges, color photocopying charges, provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients and in compliance with this Court's rules. The Firm believes that it is fairer to charge these expenses to the clients that incurred them rather than spread the expenses among all clients.

12. No promises have been received by the Firm or by any partner, of counsel or associate thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these chapter 11 cases, except among the partners, of counsel and associates of the Firm.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: July 28, 2023

/s/ Samuel R. Maizel
Samuel R. Maizel
Dentons US LLP